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SULLIVAN & WORCESTER

1025 CONNECTICUT AVENUE, N. W.

WASHINGTON, D. C. 20036

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NEW YORK, NEW YORK 10017
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July 21, 1994

Interstate Commerce Commission
12th & Constitution Avenue N.W.
Washington, D.C. 20423
Attn: Mildred Lee

RECORDATION NO. 11609-E FILED 1425

JUL 21 1994 - 11 00 AM

INTERSTATE COMMERCE COMMISSION

Dear Ms. Lee:

Enclosed for filing and recordation with the Commission are four certified true copies and eight counterparts of the five secondary documents described below to be recorded pursuant to 49 USC § 11303. The primary document to which all of these documents are connected is No. 11609.

✓ 1. This document, to be recorded under No. 11609-E, is a CERTIFICATE OF AMENDMENT OF EQUIPMENT IDENTIFYING MARKS, dated June 23, 1994, by BANKERS TRUST COMPANY AND BNY CAPITAL RESOURCES CORPORATION, Owner/Lessor.

The name and address of the parties to this document is as follows:

Owner/Lessor: Bankers Trust Company
BNY Capital Resources Corporation
130 Liberty Street
New York, New York 10006

The equipment covered by this document is 355 covered hopper cars bearing marks, STLX 1001-1016, STLX 1019-1028, STLX 1030-1038, STLX 1040-1070, STLX 1072-1113, STLX 1115-1185, STLX 1187-1203, STLX 1205-1264, and STLX 1266-1364.

This document should be indexed as : Certificate of Amendment of Equipment Identifying Marks, dated June 23, 1994 by Bankers Trust Company and BNY Capital Resources.

2. This document, to be recorded under No. 11609-F is an ASSIGNMENT, dated December 21, 1993. This Assignment, among other things, acts to assign to the Assignee all right, title and interest of the Assignor in a Conditional Sales Agreement, dated January 1, 1980; an Agreement and Assignment, dated January 1, 1980, a Lease of Equipment, dated January 1, 1980; an Assignment of Lease and Agreement, dated January 1, 1980; and an Amendment

Counterpart
Rita Carlson

Interstate Commerce Commission
July 21, 1994
Page 2

of Agreements, dated June 19, 1980, all previously recorded as No's. 11609, 11609-A, 11609-B, 11609-C and 11609-D, respectively.

The Parties to this Assignment are:

THE BANK OF NEW YORK
One Wall Street
New York, New York 10286

ASSIGNOR

BNY LEASING CORPORATION
1290 Avenue of the Americas
29th Floor
New York, New York 10104

ASSIGNEE

The equipment covered by this document is 355 covered hopper cars bearing marks, STLX 1001-1016, STLX 1019-1028, STLX 1030-1038, STLX 1040-1070, STLX 1072-1113, STLX 1115-1185, STLX 1187-1203, STLX 1205-1264, and STLX 1266-1364.

This document should be indexed as: Assignment, dated December 21, 1993 Between The Bank of New York, Assignor and BNY Leasing Corporation, Assignee.

It is also requested that this document be cross-indexed in the "Vendee/Assignee" Index Book as follows:

Index under BNY Leasing Corporation, saying "See Recordation No. 11609-F".

3. This document, to be recorded under No. 11609-G, is an ASSIGNMENT, dated December 21, 1993. This Assignment, among other things, acts to assign to the Assignee all right, title and interest of the Assignor in a Conditional Sales Agreement, dated April 28, 1980; an Agreement and Assignment, dated January 1, 1980; a Lease of Equipment, dated January 1, 1980; and an Assignment of Lease and Agreement, dated January 1, 1980; and an Amendment of Agreement, dated June 19, 1980, all previously recorded as No's. 11609, 11609-A, 11609-B, and 11609-C, 11609-D respectively.

The Parties to this Assignment are:

BNY LEASING CORPORATION
1290 Avenue of the Americas

ASSIGNOR

29th Floor
New York, New York 10104

BNY CAPITAL FUNDING CORP.
c/o BNY Leasing Corporation
1290 Avenue of the Americas
29th Floor
New York, New York 10104

ASSIGNEE

The equipment covered by this document is 355 covered hopper cars bearing marks, STLX 1001-1016, STLX 1019-1028, STLX 1030-1038, STLX 1040-1070, STLX 1072-1113, STLX 1115-1185, STLX 1187-1203, STLX 1205-1264, and STLX 1266-1364.

This document should be indexed as: Assignment, dated December 21, 1993 Between BNY Leasing Corporation, Assignor, and BNY Capital Funding Corp., Assignee.

It is also requested that this document be cross-indexed in the "Vendee/Assignee Index Book as follows:

Index under BNY Capital Funding Corp., saying "See Recordation No. 11609-G."

4. This document, to be recorded under No.11609-H, is an ASSIGNMENT, dated December 21, 1993. This Assignment, among other things, acts to assign to the Assignee all right, title and interest of the Assignor in a Conditional Sales Agreement, dated Janaury 1,1980; an Agreement and Assignment, dated Janaury 1,1980; a Lease of Equipment, dated Janaury 1, 1980; an Assignment of Lease and Agreement, dated Janaury 1, 1980; and an Amendment of Agreements, dated June 19, 1980, all previously recorded as No's. 11609, 11609-A, 11609-B, and 11609-C and 11609-D respectively.

The Parties to this Assignment are:

BNY CAPITAL FUNDING CORP.
c/o BNY Leasing Corporation
1290 Avenue of the Americas
29th Floor
New York, New York 10104

ASSIGNOR

BNY ONE LEASING CORPORATION
c/o BNY Leasing Corporation
1290 Avenue of the Americas
29th Floor
New York, New York 10104

ASSIGNEE

The equipment covered by this document is 355 covered hopper cars bearing marks, STLX 1001-1016, STLX 1019-1028, STLX 1030-1038, STLX 1040-1070, STLX 1072-1113, STLX 1115-1185, STLX 1187-1203, STLX 1205-1264, and STLX 1266-1364.

This document should be indexed as: Assignment, dated December 21, 1993 Between BNY Capital Funding Corp., Assignor, and BNY One Leasing Corporation, Assignee.

It is also requested that this document be cross-indexed in the "Vendee/Assignee Index Book as follows:

Index under BNY One Leasing Corporation, saying "See Recordation No. 11609-H."

5. This document, to be recorded under No. 11609-I, is an ASSIGNMENT, dated December 21, 1993. This Assignment, among other things, acts to assign to the Assignee all right, title and interest of the Assignor in a Conditional Sales Agreement, dated January 1, 1980; an Agreement and Assignment, dated January 1, 1980; a Lease of Equipment, dated January 1, 1980; an Assignment of Lease and Agreement, dated January 1, 1980; and an Amendment to Agreement, dated June 19, 1980, all previously recorded as No's. 11609, 11609-A, 11609-B, 11609-C, and 11609-D respectively.

The Parties to this Assignment are:

BNY ONE LEASING CORPORATION
c/o BNY Leasing Corporation
1290 Avenue of the Americas
29th Floor
New York, New York 10104

ASSIGNOR

BNY CAPITAL RESOURCES CORPORATION
(formerly Mountainview Capital Corporation)
8400 East Prentiss Avenue
#715
Englewood, Colorado 80011

ASSIGNEE

The equipment covered by this document is 355 covered hopper cars, bearing marks, STLX 1001-1016, STLX 1019-1028, STLX 1030-1038, STLX 1040-1070, STLX 1072-1113, STLX 1115-1185, STLX 1187-1203, STLX 1205-1264, and STLX 1266-1364.

Interstate Commerce Commission
July 21, 1994
Page 5

This document should be indexed as: Assignment, dated December 21, 1993 Between BNY One Leasing Corporation, Assignor, and BNY Capital Resources Corporation, Assignee.

It is also requested that this document be cross-indexed in the "Vendee/Assignee Index Book as follows:

Index under BNY Capital Resources Corporation, saying "See Recordation No. 11609-I."

A check in the amount of \$90.00 for the requisite filing fees is enclosed.

Very truly yours,



Robert W. Calhoun
Attorney for Bankers Trust Company
and BNY Capital Resources

Enclosures

F:\RLC\ARMOC\CERTIHOP:07/20/94

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

JULY 21, 1994

ROBERT L. CALHOUN
SULLIVAN & WORCESTER
1025 CONNECTICUT AVENUE NW
WASHINGTON DC 20036

Dear MR. CALHOUN:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/21/94 at 11:00AM, and assigned recordation number(s). 11609-E, F, G, H, I, 11614-D, E, F, G, H.

Sincerely yours,

Sidney L. Strickland, Jr.
Secretary

Enclosure(s)

\$ 180.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one stamped on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

Alecia M. Stokes

RECORDATION NO. 11609-E FILED 1425

JUL 21 1994 - 11 00 AM

INTERSTATE COMMERCE COMMISSION

CERTIFICATE OF AMENDMENT OF
EQUIPMENT IDENTIFYING MARKS

THIS CERTIFICATE made this 23th day of June, 1994 by
Bankers Trust Company and BNY Capital Resources Corporation.

W I T N E S S E T H :

WHEREAS, Bankers Trust Company and BNY Capital Resources Corporation are the Owners/Lessors of three hundred fifty-five (355) covered hopper cars, originally bearing identifying marks as set forth in Exhibit A attached hereto (the Equipment), which freight cars are owned by Bankers Trust Company and BNY Capital Resources Corporation and which freight cars are subject to existing liens and encumbrances; and

WHEREAS, Bankers Trust Company and BNY Capital Resources Corporation are certifying that the identifying marks of the units of the Equipment, which were heretofore subject to filings with the Interstate Commerce Commission pursuant to Section 11101 of Title 49 of the U.S. Code under the Recordation No. 11609 have been amended as set forth in Exhibit A.

NOW, THEREFORE, in consideration of the premises, Bankers Trust Company and BNY Capital Resources Corporation do hereby certify that the current identifying marks of the three hundred fifty-five (355) units of Equipment are as set forth in Exhibit A.

ORIGINAL
CARMARK

CURRENT
CARMARK

STLX 1000
STLX 1001 - 1016
STLX 1017
STLX 1018
STLX 1019 - 1028
STLX 1029
STLX 1030 - 1038
STLX 1039
STLX 1040 - 1070
STLX 1071
STLX 1072 - 1113
STLX 1114
STLX 1115 - 1185
STLX 1186
STLX 1187 - 1203
STLX 1204
STLX 1205 - 1264
STLX 1265
STLX 1266 - 1364

DESTROYED
STLX 1001 - 1016
DESTROYED
DESTROYED
STLX 1019 - 1028
DESTROYED
STLX 1030 - 1038
DESTROYED
STLX 1040 - 1070
DESTROYED
STLX 1072 - 1113
DESTROYED
STLX 1115 - 1185
DESTROYED
STLX 1187 - 1203
DESTROYED
STLX 1205 - 1264
DESTROYED
STLX 1266 - 1364

TOTAL:

355

Bankers Trust Company

By: 
Its Vice President

BNY Capital Resources Corporation

By: 
Its Vice President

STATE OF COLORADO)
)
COUNTY OF RAPHOE)

On this 23rd day of June, 1994 before me personally appeared Schuyler Kellogg who being by me duly sworn says that he is the Vice President of BNY Capital Resources Company and that the seal affixed to the foregoing instrument was signed on behalf of said corporation by authority of the Board of Directors of said corporation.

Angela C. Pitchford

Notary Public

ANGELA C. PITCHFORD
Notary Public, State of New York
No. 01PI5023309
Qualified in New York County
Commission Expires Feb. 7, 1996

STATE OF COLORADO)
)
COUNTY OF ARAPAHOE)

On this 28th day of June, 1994 before me personally
appeared Schuyler Kellogg who being by me duly sworn says that he
is the Vice President of BNY Capital Resources Corporation and
that the seal affixed to the foregoing instrument was signed on
behalf of said corporation by authority of the Board of Directors
of said corporation.

Diane M. Deming
Notary Public

MY COMMISSION EXPIRES 5/11/98

A E Staley

OTO 1/1/90

LEASE

NOTICE TO AND CONSENT OF AGENT

Whereas, The Bank of New York and The Bankers Trust Company (hereinafter called the "Beneficiary") and LaSalle National Bank (as successor in interest to Exchange National Bank of Chicago, hereinafter called the "Trustee") entered into a Trust Agreement (hereinafter the "Trust Agreement") dated as of January 1, 1980;

Whereas, The Bank of New York, Bankers Trust Company and A.E. Staley Manufacturing Company entered into a Participation Agreement dated as of January 1, 1980 for the purchase and lease of certain railcars.

Pursuant to Section 7.01 of the Trust Agreement, Trustee has resigned and First Security Bank of Utah, N.A. ("FSBU"), a national banking association duly organized and existing under the laws of the United States of America, has accepted appointment as Successor Trustee under the Trust Agreement.

LaSalle National Bank's resignation as Trustee, and FSBU's appointment as successor Trustee will be effective as of the opening of business on September 1, 1992.

Following the effective date of the appointment of FSBU as Successor Trustee all payments, correspondence and notices should be sent to First Security Bank of Utah, N.A., at the following address:

Corporate Trust Department
79 South Main Street
Salt Lake City, Utah 84111

La Salle National Bank, as Agent, by its execution hereof, acknowledges that it has been served notice of and consents to, the Resignation, Appointment and Acceptance (in the form attached hereto as Exhibit A).

By: W. J. StaleyIts: Dist. ManagerDated: 3/31/93

STATE OF COLORADO)
)
COUNTY OF ARAPAHOE)

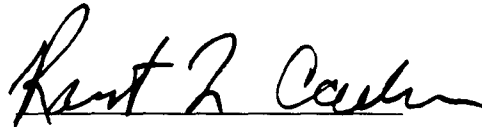
On this 28th day of June, 1994 before me personally
appeared Schuyler Kellogg who being by me duly sworn says that he
is the Vice President of BNY Capital Resources Corporation and
that the seal affixed to the foregoing instrument was signed on
behalf of said corporation by authority of the Board of Directors
of said corporation.

Dan M. Jensen
Notary Public

MY COMMISSION EXPIRES 5/11/98

AFFIDAVIT

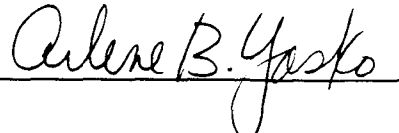
I, Robert L. Calhoun, agent and counsel for Bankers Trust Company and BNY Capital Resources Corporation, hereby certify that I have compared the enclosed copies of the Certificate of Amendment of Equipment Identifying Marks with the original document and certify that they are identical in all respects to the original. Further, affiant sayth not.



Robert L. Calhoun

District of Columbia :SS

Subscribed and sworn to before me this 20th day of July, 1994



ARLENE B. YASKO

Notary Public, District of Columbia

My Commission Expires August 14, 1994

JUL 21 1994 - 11 00 AM

INTERSTATE COMMERCE COMMISSION

CERTIFICATE OF AMENDMENT OF
EQUIPMENT IDENTIFYING MARKS

THIS CERTIFICATE made this 23th day of June, 1994 by
Bankers Trust Company and BNY Capital Resources Corporation.

W I T N E S S E T H :

WHEREAS, Bankers Trust Company and BNY Capital Resources Corporation are the Owners/Lessors of three hundred fifty-five (355) covered hopper cars, originally bearing identifying marks as set forth in Exhibit A attached hereto (the Equipment), which freight cars are owned by Bankers Trust Company and BNY Capital Resources Corporation and which freight cars are subject to existing liens and encumbrances; and

WHEREAS, Bankers Trust Company and BNY Capital Resources Corporation are certifying that the identifying marks of the units of the Equipment, which were heretofore subject to filings with the Interstate Commerce Commission pursuant to Section 11101 of Title 49 of the U.S. Code under the Recordation No. 11609 have been amended as set forth in Exhibit A.

NOW, THEREFORE, in consideration of the premises, Bankers Trust Company and BNY Capital Resources Corporation do hereby certify that the current identifying marks of the three hundred fifty-five (355) units of Equipment are as set forth in Exhibit A.

STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

On this 23rd day of June, 1994 before me personally appeared Jeffrey Russo who being by me duly sworn says that he is the Vice President of Bankers Trust Company and that the seal affixed to the foregoing instrument was signed on behalf of said corporation by authority of the Board of Directors of said corporation.

Angela C. Pitchford

Notary Public

ANGELA C. PITCHFORD
Notary Public, State of New York
No. 01PI5023309
Qualified in New York County
Commission Expires Feb. 7, 1996

STATE OF COLORADO)
)
COUNTY OF ARAPAHOE)

On this 28th day of June, 1994 before me personally
appeared Schuyler Kellogg who being by me duly sworn says that he
is the Vice President of BNY Capital Resources Corporation and
that the seal affixed to the foregoing instrument was signed on
behalf of said corporation by authority of the Board of Directors
of said corporation.

Diane M. Deming
Notary Public

MY COMMISSION EXPIRES 5/11/98

ORIGINAL
CARMARK

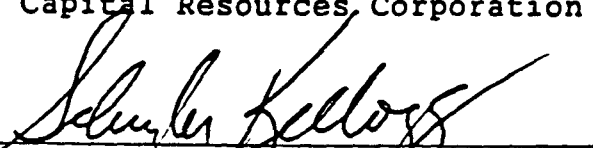
CURRENT
CARMARK

STLX 1000	DESTROYED
STLX 1001 - 1016	STLX 1001 - 1016
STLX 1017	DESTROYED
STLX 1018	DESTROYED
STLX 1019 - 1028	STLX 1019 - 1028
STLX 1029	DESTROYED
STLX 1030 - 1038	STLX 1030 - 1038
STLX 1039	DESTROYED
STLX 1040 - 1070	STLX 1040 - 1070
STLX 1071	DESTROYED
STLX 1072 - 1113	STLX 1072 - 1113
STLX 1114	DESTROYED
STLX 1115 - 1185	STLX 1115 - 1185
STLX 1186	DESTROYED
STLX 1187 - 1203	STLX 1187 - 1203
STLX 1204	DESTROYED
STLX 1205 - 1264	STLX 1205 - 1264
STLX 1265	DESTROYED
STLX 1266 - 1364	STLX 1266 - 1364
TOTAL:	355

Bankers Trust Company

By: 
Its Vice President

BNY Capital Resources Corporation

By: 
Its Vice President